

1545
RECORDATION NO. 8209 Filed & Recorded

MAY 3 1976 2 40 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

METROPOLITAN LIFE INSURANCE COMPANY

by

Vice President

Vice President-Investment Counsel

[Corporate Seal]

Attest:

FORD MOTOR CREDIT COMPANY

by

Leasing Representative

[Corporate Seal]

Attest:

CARGILL LEASING CORPORATION

by

Vice President

[Corporate Seal]

Attest:

SEABOARD COAST LINE RAILROAD COMPANY

by

[Corporate Seal]

Attest:

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by


Asst. Vice President

[Corporate Seal]

Attest:


Assistant Secretary

DISTRICT OF COLUMBIA) ss.:

On this day of 1976, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly
sworn, says that each is of METROPOLITAN
LIFE INSURANCE COMPANY, that one of the seals affixed to
the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed
on behalf of said corporation by authority of its Board
of Directors and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this day of 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of CARGILL LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of FORD MOTOR CREDIT COMPANY, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

C. By its signature hereto, each of Ford Motor Credit Company and Cargill Leasing Corporation, as a party to the Trust Agreement dated as of December 15, 1975, among such companies and the Lessor, requests the Lessor to enter into this Amendment and approves the foregoing amendments.

D. By its signature hereto, each of Seaboard Coast Line Railroad Company and Louisville & Nashville Railroad Company, as Lessee under the Lease of Railroad Equipment dated as of December 15, 1975, between such companies and the Lessor, and as a party to the Consent approves and consents to the foregoing amendments.

E. Except as hereinabove amended, the Lease Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

AMERICAN SECURITY & TRUST COMPANY

by

Vice President

[Corporate Seal]

Attest:

METROPOLITAN LIFE INSURANCE COMPANY

by

Vice PresidentVice President-Investment Counsel

[Corporate Seal]

Attest:

FORD MOTOR CREDIT COMPANY

by

Leasing Representative

[Corporate Seal]

Attest:

CARGILL LEASING CORPORATION

by

Vice President

[Corporate Seal]

Attest:

SEABOARD COAST LINE RAILROAD COMPANY

by

Leonard G. Anderson
Vice President and Treasurer

[Corporate Seal]

Attest:

J. F. Williams
Asst. Secretary

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by _____

[Corporate Seal]

Attest:

DISTRICT OF COLUMBIA) ss.:

On this day of 1976, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly
sworn, says that each is of METROPOLITAN
LIFE INSURANCE COMPANY, that one of the seals affixed to
the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed
on behalf of said corporation by authority of its Board
of Directors and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this 29th day of March 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John H. Chapman
Notary Public

[Notarial Seal]

My Commission expires June 4, 1978

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON)

On this day of 1976, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of LOUISVILLE & NASHVILLE RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of CARGILL LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MICHIGAN,)
COUNTY OF WAYNE,) ss.:
)

On this day of 1976, before me personally appeared to me personally known, who, being by me duly sworn, says that he is of FORD MOTOR CREDIT COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

C. By its signature hereto, each of Ford Motor Credit Company and Cargill Leasing Corporation, as a party to the Trust Agreement dated as of December 15, 1975, among such companies and the Lessor, requests the Lessor to enter into this Amendment and approves the foregoing amendments.

D. By its signature hereto, each of Seaboard Coast Line Railroad Company and Louisville & Nashville Railroad Company, as Lessee under the Lease of Railroad Equipment dated as of December 15, 1975, between such companies and the Lessor, and as a party to the Consent approves and consents to the foregoing amendments.

E. Except as hereinabove amended, the Lease Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

AMERICAN SECURITY & TRUST COMPANY

by

Vice President

[Corporate Seal]

Attest:

METROPOLITAN LIFE INSURANCE COMPANY

by

William J. Blanchfield

Vice President

Vice President-Investment Counsel

THOMAS B. BURCH

[Corporate Seal]

Attest:

DANIEL W. ALLEN

Assistant Secretary

FORD MOTOR CREDIT COMPANY

by

Leasing Representative

[Corporate Seal]

Attest:

CARGILL LEASING CORPORATION

by

Vice President

[Corporate Seal]

Attest:

SEABOARD COAST LINE RAILROAD COMPANY

by

[Corporate Seal]

Attest:

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by _____

[Corporate Seal]

Attest:

DISTRICT OF COLUMBIA) ss.:

On this day of 1976, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 24th day of March, 1976, before me personally appeared William J. Blanchfield and Thomas B. Burch, to me personally known, each of whom, being by me duly sworn, says that each is a Vice-President of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joseph P. Bracken
Notary Public

[Notarial Seal]

My Commission expires

JOSEPH P. BRACKEN
NOTARY PUBLIC, State of New York
No. 41-0381010 Qual. in Queens Co.
Certificate filed in New York County
Commission Expires March 30, 1977

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this day of 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON)

On this day of 1976, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of LOUISVILLE & NASHVILLE RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of CARGILL LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of FORD MOTOR CREDIT COMPANY, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

C. By its signature hereto, each of Ford Motor Credit Company and Cargill Leasing Corporation, as a party to the Trust Agreement dated as of December 15, 1975, among such companies and the Lessor, requests the Lessor to enter into this Amendment and approves the foregoing amendments.

D. By its signature hereto, each of Seaboard Coast Line Railroad Company and Louisville & Nashville Railroad Company, as Lessee under the Lease of Railroad Equipment dated as of December 15, 1975, between such companies and the Lessor, and as a party to the Consent approves and consents to the foregoing amendments.

E. Except as hereinabove amended, the Lease Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.


AMERICAN SECURITY & TRUST COMPANY

by


Vice President

[Corporate Seal]

Attest:



METROPOLITAN LIFE INSURANCE COMPANY

by

Vice President

Vice President-Investment Counsel

[Corporate Seal]

Attest:

FORD MOTOR CREDIT COMPANY

by

Leasing Representative

[Corporate Seal]

Attest:

CARGILL LEASING CORPORATION

by

Vice President

[Corporate Seal]

Attest:

SEABOARD COAST LINE RAILROAD COMPANY

by

[Corporate Seal]

Attest:

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by _____

[Corporate Seal]

Attest:

DISTRICT OF COLUMBIA) ss.:

On this *24th* day of *March* 1976, before me personally appeared *R. D. Larson*, to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.


Notary Public

[Notarial Seal]

My Commission expires *6-30-76*.

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly
sworn, says that each is of METROPOLITAN
LIFE INSURANCE COMPANY, that one of the seals affixed to
the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed
on behalf of said corporation by authority of its Board
of Directors and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this day of 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON)

On this day of 1976, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of LOUISVILLE & NASHVILLE RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of CARGILL LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of FORD MOTOR CREDIT COMPANY, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

C. By its signature hereto, each of Ford Motor Credit Company and Cargill Leasing Corporation, as a party to the Trust Agreement dated as of December 15, 1975, among such companies and the Lessor, requests the Lessor to enter into this Amendment and approves the foregoing amendments.

D. By its signature hereto, each of Seaboard Coast Line Railroad Company and Louisville & Nashville Railroad Company, as Lessee under the Lease of Railroad Equipment dated as of December 15, 1975, between such companies and the Lessor, and as a party to the Consent approves and consents to the foregoing amendments.

E. Except as hereinabove amended, the Lease Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

AMERICAN SECURITY & TRUST COMPANY.

by

Vice President

[Corporate Seal]

Attest:

METROPOLITAN LIFE INSURANCE COMPANY

by

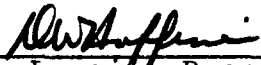
Vice President_____
Vice President-Investment Counsel

[Corporate Seal]

Attest:

FORD MOTOR CREDIT COMPANY

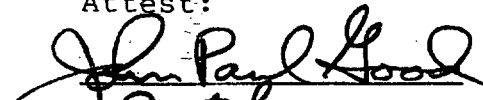
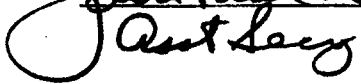
by



Leasing Representative

[Corporate Seal]

Attest:

CARGILL LEASING CORPORATION

by

Vice President

[Corporate Seal]

Attest:

SEABOARD COAST LINE RAILROAD COMPANY

by

[Corporate Seal]

Attest:

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by _____

[Corporate Seal]

Attest:

DISTRICT OF COLUMBIA) ss.:

On this day of 1976, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly
sworn, says that each is of METROPOLITAN
LIFE INSURANCE COMPANY, that one of the seals affixed to
the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed
on behalf of said corporation by authority of its Board
of Directors and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this day of 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON)

On this day of 1976, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of LOUISVILLE & NASHVILLE RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of CARGILL LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this 30th day of MARCH 1976, before me personally appeared D. W. HUFFINE to me personally known, who, being by me duly sworn, says that he is a LEASING REPRESENTATIVE of FORD MOTOR CREDIT COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon R. Moreau
Notary Public

[Notarial Seal]

My Commission expires

SHARON R. MOREAU
Notary Public, Oakland County, Mich.
Acting in Wayne County, Mich.
My Commission Expires May 8, 1979

AMENDMENT NO. 1 TO ASSIGNMENT OF LEASE AND AGREEMENT

AMENDMENT NO. 1 dated as of December 15, 1975, among AMERICAN SECURITY AND TRUST COMPANY, as Trustee (hereinafter called the Lessor), METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Vendor), FORD MOTOR CREDIT COMPANY, CARGILL LEASING CORPORATION, SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE & NASHVILLE RAILROAD COMPANY, to the Assignment of Lease and Agreement dated as of December 15, 1975 (hereinafter called the Lease Assignment), between the Lessor and the Vendor.

WHEREAS, the Lessor and the Vendor desire to amend the Lease Agreement and the Consent and Agreement attached thereto (hereinafter called the Consent) as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Paragraph 12 of the Lease Assignment is hereby amended by the insertion of the words "or the Beneficiaries (except as provided in the Second Paragraph of Section 5.01 of the Trust Agreement)" immediately after the words "against said Trust Company" and the words "Trust Company, as Lessor" therein.

B. Clause (1) of the first paragraph of the Consent is hereby amended by deletion of the words "Article 6" and insertion in their place of the words "Articles 6 and 13".

C. By its signature hereto, each of Ford Motor Credit Company and Cargill Leasing Corporation, as a party to the Trust Agreement dated as of December 15, 1975, among such companies and the Lessor, requests the Lessor to enter into this Amendment and approves the foregoing amendments.

D. By its signature hereto, each of Seaboard Coast Line Railroad Company and Louisville & Nashville Railroad Company, as Lessee under the Lease of Railroad Equipment dated as of December 15, 1975, between such companies and the Lessor, and as a party to the Consent approves and consents to the foregoing amendments.

E. Except as hereinabove amended, the Lease Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

AMERICAN SECURITY & TRUST COMPANY

by

Vice President

[Corporate Seal]

Attest:

METROPOLITAN LIFE INSURANCE COMPANY

by

Vice PresidentVice President-Investment Counsel

[Corporate Seal]

Attest:

FORD MOTOR CREDIT COMPANY

by

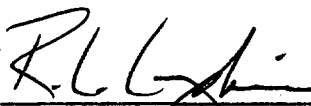
Leasing Representative

[Corporate Seal]

Attest:

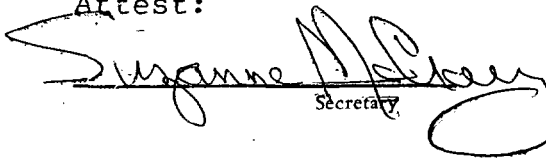
CARGILL LEASING CORPORATION

by


Vice President

[Corporate Seal]

Attest:


Secretary

SEABOARD COAST LINE RAILROAD COMPANY

by

[Corporate Seal]

Attest:

LOUISVILLE & NASHVILLE RAILROAD COMPANY

by _____

[Corporate Seal]

Attest:

DISTRICT OF COLUMBIA) ss.:

On this day of 1976, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of AMERICAN SECURITY AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly
sworn, says that each is of METROPOLITAN
LIFE INSURANCE COMPANY, that one of the seals affixed to
the foregoing instrument is the corporate seal of said
corporation and that said instrument was signed and sealed
on behalf of said corporation by authority of its Board
of Directors and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]

My Commission expires

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF RICHMOND,)

On this day of 1976, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of SEABOARD COAST LINE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON)

On this day of 1976, before me
personally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of LOUISVILLE & NASHVILLE RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument
is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corpo-
ration by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instru-
ment was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

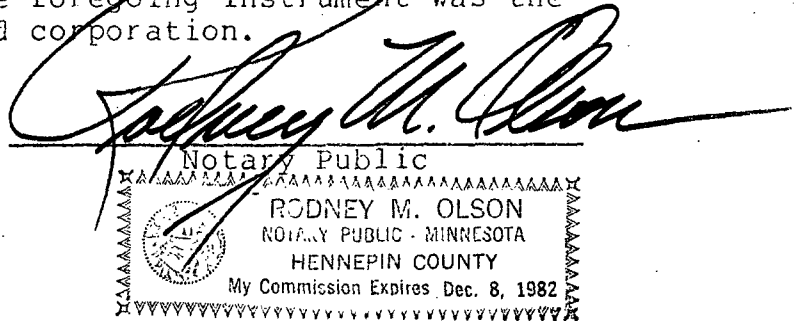
My Commission expires

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this 25th day of March 1976, before me personally appeared R. L. Lumpkins to me personally known, who, being by me duly sworn, says that he is Executive Vice President of CARGILL LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires



STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this day of 1976, before me
personally appeared to me personally
known, who, being by me duly sworn, says that he is
 of FORD MOTOR CREDIT COMPANY, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires